

# ATN HOLDINGS, INC.

9F Summit One Tower, 530 Shaw Blvd. Mandaluyong City  
Tel. Nos. 7717-0523 and 8404-0231

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

**TO ALL STOCKHOLDERS  
ATN HOLDINGS, INC.**

**NOTICE IS HEREBY GIVEN** that the Annual Meeting of Stockholders of **ATN HOLDINGS, INC.** will be held via ZOOM, on Thursday, **November 25, 2021 at 1:30P.M.** at the 8<sup>TH</sup> Floor, Summit One Tower Parking Building, 530 Shaw Boulevard, Mandaluyong City Please refer to the Zoom link below for the online meeting:

<https://us05web.zoom.us/j/84064011950?pwd=TjdweGNqRVFQMnNHR3FWQmR4L2lCdz09>

The following matters will be taken up during the meeting:

1. Proof of Notice of the Meeting
2. Proof of Presence of a quorum
3. Approval of the previous annual minutes of meeting last November 26, 2020
4. Report of the President and Approval of the FY March 31, 2021 Audited Financial Statements
5. General ratification of the acts of the Board of Directors, Board Committees, and the Management from the date of the last annual stockholders' meeting up to date of this meeting.
6. Ratification of the Board of Directors' approval regarding the Unipage Management, Inc. Subscription of 2,325,055,429 shares to be issued from the unsubscribed portion of the authorized capital stock of the corporation, and application for listing
7. Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the subscription of Unipage Management, Inc. Of 2,325,055,429 shares and Arsenio T. Ng of 824,944.571 shares at a price per share value of p0.20 per share
8. Election of Directors
9. Appointment of Independent Auditors
10. Adjournment

The record date for determination of the stockholders entitled to notice of, and to vote at said meeting is fixed at the close of business hours on **October 25, 2021.**

**In view of the ongoing Covid-19 pandemic, shareholders may only participate via remote communication.** To register, please download the registration form at <http://www.atnholdings.com/notice%20of%20annual/uploads/index3.php> and email to [paul@tbgi.net.ph](mailto:paul@tbgi.net.ph). Deadline for registration is on **November 18, 2021 at 12 Noon.**

The Company is not soliciting proxies. Should you be unable to attend the meeting, you can nevertheless be represented and vote at the ASM by submitting a proxy by email the same email address, or by sending a physical copy to the Office of the Corporate Secretary at Unit 904 Summit One Tower, 530 Shaw Boulevard, Mandaluyong City or via email to [paul@tbgi.net.ph](mailto:paul@tbgi.net.ph). The deadline for submission of proxies is on November 18, 2021 at 12 Noon.

  
**PAUL B. SARIA**  
Asst. Corporate Secretary  
Chief Information Officer

## **Rationale for Agenda Items:**

### **Agenda Item No. 3: Approval of Minutes of the previous Annual Stockholders' Meeting Held on November 26, 2020.**

The Minutes of the previous annual stockholders' meeting held on November 26, 2020 were prepared within the period prescribed by pertinent laws, rules and regulations. The results of the annual stockholders' meeting were also disclosed with The Philippine Stock Exchange, Inc. immediately after the annual meeting. The Board of Directors recommends the shareholders to consider subject minutes for approval in the upcoming Annual Stockholders' Meeting.

### **Agenda Item No. 4: Approval of the Presidents Report for the Year 2020 and Audited Financial Statements ending FY March 31, 2021.**

The Company's 2020 performance results have been duly summarized in the Annual Report, which includes the Audited Financial Statements (AFS) of the Company for the year ended March 31, 2021. The AFS have been reviewed by the Audit Committee and the Board of Directors, and have been audited by the external auditors who expressed an unqualified opinion on the aforementioned financial statements. The Annual Report is posted in the Company's website.

### **Agenda Item No. 5: General ratification of the acts of the Board of Directors, Board Committees and the Management from the date of the last annual stockholders' meeting up to the date of this meeting.**

The Company's performance in 2020, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board of Directors which were effectively executed and complied with by management in conformance with good corporate governance and ethical best practices.

### **Agenda Item No. 6: Ratification of the Board of Directors' approval regarding the Unipage Management, Inc. Subscription of 2,325,055,429 shares to be issued from the unsubscribed portion of the authorized capital stock of the corporation, and application for listing.**

Last Nov 14, 2019, the stockholders of the Corporation ratified Board of Directors' resolution on the subscription of Unipage Management, Inc. of 2,325,055,429 shares at a price per share value of P0.20 per share. Further, the waiver of the majority of the minority shareholders to conduct a rights/public offering with respect to the abovementioned subscription was also obtained. Following the approval of the stockholders, the Board of Directors on its special meeting of October 4, 2021 meeting resolved to approve the issuance of the 2,325,055,429 ATN shares for UMI from the unsubscribed portion of the authorized capital stock of the Corporation consisting of Three Hundred Twenty Five Million Fifty Five Thousand Four Hundred Twenty Nine Million (325,055,429) Common Class "A" Shares and Two Billion (2,000,000,000) Common Class "B" shares, and listing thereof in the Philippine Stock Exchange.

### **Agenda Item No. 7: Reaffirmation of the waiver of rights/public offering by the minority shareholders with respect to the subscription of Unipage Management, Inc. Of 2,325,055,429 shares and Arsenio T. Ng of 824,944.571 shares at a price per share value of p0.20 per share.**

This is a reaffirmation of the waiver of the majority of the minority shareholders, previously obtained in 2019, to conduct a rights/public offering with respect to the to the subscription of Unipage Management, Inc. of 2,325,055,429 shares and Arsenio T. Ng of 824,944.571 shares at a price per share value of p0.20 per share used solely for the payment of subscription payable to ATN Philippines Solar Energy Group, Inc.

### **Agenda Item No. 7: Election of Directors for 2021-2022**

The Company's Nomination Committee has pre-screened the list of candidates for directors. Their proven competence, expertise and qualifications based on current regulatory standards, will help sustain the Company's solid performance for the benefit of all its shareholders.

### **Agenda Item No. 8: Appointment of External Auditor**

Based on the recommendation of the Audit Committee, the Board concurred with the recommendation to re-appoint R. R. TAN & ASSOCIATES, CPAs as the Company's external auditors for the fiscal year 2021-2022. R. R. TAN & ASSOCIATES, CPAs is one of the leading auditing firms in the country and is duly accredited with the SEC.